

Sunset Public Hearing Questions for  
**Tennessee Heritage Conservation Trust Fund Board of Trustees**  
Created by Section 11-7-104, *Tennessee Code Annotated*  
(Sunset Termination June 2018)

1. Provide a brief introduction to the board, including information about its purpose, statutory duties, staff, and attachment.

**The Tennessee Heritage Conservation Trust Fund Act of 2005 was enacted in June 2005 (Public Chapter 444). The Act established the Tennessee Heritage Conservation Trust Fund (the Trust Fund) and the Board of Trustees (the Board) to assist the state in permanently conserving and preserving tracts of land within the state of Tennessee for the purposes of promoting tourism and recreation, including outdoor activities such as hunting, fishing, equestrian activities and hiking; protecting, conserving and restoring the state's physical, cultural, archeological, historical and environmental resources; and preserving working landscapes.**

**The Board seeks to protect significant natural areas in Tennessee by strategically partnering with landowners, government agencies, non-profit organizations, and for-profit companies. The Board is composed of 11 members appointed by the Governor. The board is administratively attached to the Department of Environment and Conservation (TDEC). The Board has no staff, but is supported within TDEC State Parks in matters regarding grant management, board meeting correspondence, and reports.**

2. Briefly describe the Tennessee Heritage Conservation Trust Fund, including the purpose for which it was created. What is the current status of the fund?

**From 2006-2008, the Board met quarterly to review grant proposals and award grants to other governmental agencies, land trust groups, and other conservation organizations. From 2009-2015, the Trust Fund was not active in approving new grants, due to lack of new funding. During this period, however, the Board remained involved in closing previous projects funded with Trust Fund dollars and to handle land issues arising on funded properties. Beginning in 2016, the Board had additional funds for grants and has met semi-annually to consider grant requests and approve grants.**

**The Board has a proven record of protecting important and valuable properties and leveraging the funds entrusted to it. The Trust Fund's dollars are leveraged with additional funding sources from the grantees to acquire lands/parks of high conservation/natural resources significance or in some cases to provide for conservation easements. The average leverage is over 2.8:1 (over \$2.80 from other sources to match each \$1.00 spent from the Trust Fund). A list of projects funded by the Trust Fund, together with the amount of additional funds for each project from other sources, is attached as *Attachment A*.**

**As of January 31, 2017 the Trust Fund has a balance of \$2,331,625.37. The Board's annual report for Fiscal Years 2016 and 2017 is attached as *Attachment B*. In the current grant cycle, the Board will be receiving applications by July 31, 2017 with a scheduled meeting on September 30, 2017 to consider applications and award grants.**

3. Provide a list of current board members. For each member please indicate who appointed the member, how the member's presence complies with Section 11-7-104(b), *Tennessee Code Annotated*.

**The current list of board members and other requested information is included in Attachment C. All board members are appointed by the Governor and confirmed by the General Assembly. There is currently one vacant seat, to be filled by a representative of West Tennessee.**

4. How many times did the board meet in fiscal years 2016 and 2017, and how many members were present at each meeting?

**The Board met on:**

**October 6, 2015 with 7 members present;  
June 23, 2016 with 8 members present; and  
January 25, 2017 with 8 members present.**

5. What per diem or travel reimbursements do board members receive? How much was paid to board members in fiscal years 2016 and 2017?

**Board members may be reimbursed for those expenses allowed by the provisions of the comprehensive travel regulations of the Department of Finance and Administration. Traditionally, few members have sought such reimbursement, and the total paid during fiscal years 2016 and 2017 was \$1,974.98.**

6. How does the board ensure that its members and staff are operating in an impartial manner and that there are no conflicts of interest as required by Section 11-7-104(g), *Tennessee Code Annotated*? If the board operates under a formal conflict of interest policy, please attach a copy of that policy.

**The board's Conflict of Interest Policy is attached as Attachment D. Each member signs a conflict of interest form and this is also monitored by the board's chairman – before, during and after meetings and/or if a board member notifies the chairman of a potential conflict of interest.**

7. What were the board's revenues and expenditures for fiscal years 2016 and 2017? Does the board carry a reserve balance and, if so, what is the total of that reserve balance?

**The annual report is attached as Attachment B. It includes a statement of revenues and expenses as Attachment 1 of the annual report. As of January 31, 2017 the Trust Fund has a balance of \$2,331,625.37. The Board will be receiving applications by July 31, 2017, and the Board has a scheduled meeting to discuss applications on September 30, 2017.**

8. Is the board subject to Sunshine law requirements (Section 8-44-101, Tennessee Code Annotated) for public notice of meetings, prompt and full recording of minutes, and

public access to minutes? If so, what procedures does the board have for informing the public of meetings and making minutes available to the public?

**Yes, the Board is subject to Sunshine Law requirements. A TDEC administrative staff person communicates with each board's contact on a monthly basis to get board meeting information. If a board meeting is planned, the staff person posts the information to the state's website and the TDEC website according to the Sunshine Law requirements. The Board's webpage can be found at <http://tn.gov/environment/article/board-heritage-conservation-trust-fund-board>. Minutes of meetings are available to the public upon request.**

9. Does the board submit an annual report as required at Section 11-7-104(h), *Tennessee Code Annotated*? Please attach a copy of the most recent annual report published.

**Yes. The annual report for fiscal year 2016-17 is attached as *Attachment D*.**

10. What real property has the board acquired for the state, by purchase, donation, or lease, and under what circumstances authorized at Section 11-7-105(1), *Tennessee Code Annotated*?

**The Board has not acquired any real property, pursuant to Tenn. Code Ann. § 11-7-105(1) or otherwise.**

11. What loans or grants has the board made, and under what circumstances as authorized by Section 11-7-105(2), *Tennessee Code Annotated*? How has the board ensured that all loans and grants complied with the requirements of Section 11-7-106, *Tennessee Code Annotated*?

**Grants made by the Board pursuant to Tenn. Code Ann. § 11-7-105(2), and the projects funded by these grants, are listed on *Attachment A*. These properties were all acquired through the grant process that the Board developed. All were fee simple acquisitions except for three that were approved as acquisition of conservation easements. The type of acquisition for each property is noted on *Attachment A*. The Board has not made any loans during the program's tenure.**

**The Board ensures compliance with the requirements of Tenn. Code Ann. § 11-7-106 by incorporating a grant pre-application and application process that included the requirements of Tenn. Code Ann. § 11-7-106 [c] and [d]. The Board also entered into a grant agreement with each grantee which specified all requirements of Tenn. Code Ann. § 11-7-101 *et seq.*, provided the scope of the grant project, and included the expiration date for awarding of funds.**

**The projects approved for grant awards must meet certain criteria before the funds are provided, including property surveys and appraisals, environmental assessments, and enactment of mechanisms such as deed restrictions and conservation easements to guarantee the permanent protection of the properties.**

12. What other contracts and cooperative agreements has the board entered into as authorized in Section 11-7-105(3), *Tennessee Code Annotated*?

**None. The Board has only entered into agreements with grantees as described in Question 11.**

13. Has the board adopted bylaws as authorized at Section 11-7-105(4), *Tennessee Code Annotated*? Please attach a copy.

**Yes. A copy is included as Attachment E.**

14. What policies and guidelines for the use of the trust fund has the board adopted, as authorized by Section 11-7-105(5), *Tennessee Code Annotated*?

**The policies and guidelines for the use of the Trust Fund have been incorporated into the procedure for identifying grants. The Tennessee Heritage Conservation Trust Fund Act – Assessment of Needs document also provides guidance on priority areas in Tennessee that need protection. Priorities from the TDEC’s State Lands Acquisition Fund were also used in the past as a factor in the Board’s ranking of grant applications.**

15. Have any funds been transferred from the Tennessee Heritage Conservation Trust Fund to the Conservation Compensation Fund as permitted in Section 11-7-109(b), *Tennessee Code Annotated*? If so, what were the circumstances for that transfer?

**No funds have been transferred from the Tennessee Heritage Conservation Trust Fund to the Conservation Compensation Fund.**

16. Has the board appointed an executive director or other staff of the fund as authorized in Section 11-7-110(a), *Tennessee Code Annotated*?

**The Board does not have an executive director or other staff (but is supported by TDEC State Parks staff). The Board had an executive director who served in the position from January-December 2007.**

17. Describe any items related to the board that require legislative attention and any proposed legislative changes.

**None known.**

18. Should the board be continued? To what extent and in what ways would the absence of the board affect the public health, safety, or welfare of Tennessee citizens?

**The Board should be continued. The Board has a proven record of protecting important and valuable properties and leveraging the funds entrusted to it, and will continue to do this with the funds available to it. The Board will continue to provide grants from monies in the Trust Fund, oversee transfers of funded properties, receive requests for approvals under conservation easements, and address other issues that require approval by the Board.**

19. Please list all board programs or activities that receive federal financial assistance.  
Include the amount of federal funding received by program/activity.

**The Board does not receive federal assistance.**

20. Please list all board contracts and include information about the services provided and the amount of the contract.

**The Board does not have business contracts for services.**

21. Please provide a list of current staff members by name and job title.

**The Board does not employ staff.**

Attachment A  
Tennessee Heritage Conservation Trust Fund - Funding History

	Partner	Year	Total Project Cost	Trust Fund Grant Award	Acres Protected	Type of Acquisition
1	John Noel (Bon Aqua)	2006-2008	\$325,000.00	\$56,203.00	35.00	
2	Land Trust for Tennessee (Hiwassee River)	2006-2008	\$1,281,000.00	\$351,250.00	70.00	Conservation Easements
3	Land Trust for Tennessee (Lost Cove)	2006-2008	\$4,300,000.00	\$1,750,000.00	2,987.00	Fee simple and conservation easement
4	TN Nature Conservancy (Skinner Mountain)	2006-2008	\$5,683,437.00	\$2,500,000.00	4,208.00	Fee simple
5	TN Division of Forestry (Big Forks Tree Farm)	2006-2008	\$2,145,000.00	\$459,500.00	1,867.00	Conservation Easements
6	TDEC (Bowater Phase II)	2006-2008	\$4,160,000.00	\$4,160,000.00	2,997.00	Fee simple
7	Tennessee Wildlife Resources Agency (Briggs Tract)	2006-2008	\$1,280,832.00	\$300,000.00	722.00	Fee simple
8	Tennessee Wildlife Resources Agency (Great Bay Timber)	2006-2008	\$2,057,500.00	\$561,029.00	2,048.00	Fee simple
9	TDEC (Bowater Phase III)	2006-2008	\$960,700.00	\$737,549.00	349.00	Fee simple
10	Southern Appalachian Highlands Conservancy (Rocky Fork)	2006-2008	\$40,000,000.00	\$6,000,000.00	10,000.00	Fee simple
11	Historic Rugby	2006-2008	\$425,000.00	\$425,000.00	186.00	Fee simple
12	Franklin's Charge (1864 Battlefield)	2006-2008	\$5,150,000.00	\$900,000.00	112.00	Fee simple
13	Friends of Warner Park (Hwy 70/100)	2006-2008	\$16,000,000.00	\$1,600,000.00	323.00	Fee simple
14	Metro Parks and Greenways (Mill Creek)	2006-2008	\$1,599,000.00	\$200,000.00	72.00	Fee simple
15	State Parks (Savage Gulf)	2006-2008	\$8,700,000.00	\$3,500,000.00	4,400.00	Fee simple
16	State Parks (Hazelwood Girl Scout Camp)	2006-2008	\$1,500,000.00	\$500,000.00	330.00	Fee simple
17	The Nature Conservancy (Bear Hollow - Butler-Jones Tract)	2006-2008	\$970,450.00	\$470,450.00	1,011.00	Fee simple and conservation easement
18	The Nature Conservancy (Bear Hollow - Thompson Tract)	2006-2008	\$806,692.00	\$400,000.00	806.00	Fee simple
19	TN Parks and Greenways Found. (Campoamor Tract/Scott's Gulf)	2006-2008	\$2,170,000.00	\$811,936.00	689.00	Fee simple
21	Tennessee Wars Commission (Davis Bridge)	2006-2008	\$1,929,000.00	\$864,500.00	643.00	Fee simple
22	Tennessee Wars Commission (Parker's Crossroads)	2006-2008	\$800,000.00	\$300,000.00	86.00	Fee simple
23	Tennessee Wildlife Resources Agency (Shaw Tract)	2006-2008	\$3,813,375.00	\$953,344.00	1,017.00	Fee simple
24	Friends of Radnor Lake (Radnor Lake Acquisition)	2006-2008	\$3,320,000.00	\$500,000.00	43.50	Fee simple
25	Metro Nashville/LTTN (Beaman Park to Bells Bend Conservation Project)	2006-2008	\$1,021,000.00	\$306,000.00	290.30	Conservation Easements
26	TN State Parks (Cumberland Trail - Kinzalow Acquisition)	2006-2008	\$4,360,000.00	\$1,000,000.00	3,200.00	Fee/Easement
27	Civil War Preservation Trust (Saving Shiloh Battlefield)	2006-2008	\$588,000.00	\$235,000.00	161.42	Fee simple
28	Tennessee Wildlife Resources Agency (Roller-Young Tracts at Short Mtn.)	2006-2008	\$400,000.00	\$60,000.00	942.00	Fee simple
29	The Conservation Fund (Rocky Fork)	2015	\$55,000.00	\$35,000.00	0.99	Fee simple
30	Denny Cove - The Access Fund	Mar-16	\$1,266,800.00	\$100,000.00	676.00	Fee simple
31	Kingsport - Pierce Property - Bays Mountain	Mar-16	\$91,000.00	\$31,125.00	41.47	Fee simple
32	Cleeces Ferry Farm - The Land Trust for Tennessee	Mar-16	\$1,025,000.00	\$300,000.00	106.93	Fee simple
33	Yarbrough at Radnor Lake – Friends Of Radnor	Mar-16	\$1,178,183.00	\$175,000.00	12.36	Fee simple
34	Middle Fork of Forked Deer - Manning – TennGreen	Mar-16	\$1,628,733.00	\$100,000.00	355.00	Fee simple
35	The Narrows - The Nature Conservancy	Mar-16	\$1,490,150.00	\$250,000.00	1,350.00	Fee simple
36	Beau Property – Wolf River Conservancy	Mar-16	\$90,000.00	\$45,000.00	43.51	Fee simple
37	Land Trust for TN	Oct-16	\$1,282,300.00	\$200,000.00	1,040.00	Fee Simple
38	Radnor Lake	Oct-16	\$600,000.00	\$500,000.00	2.40	Fee Simple
39	SNA/Wolf River	Oct-16	\$163,000.00	\$81,500.00	28.50	Fee Simple

Attachment 2  
Tennessee Heritage Conservation Trust Fund- Funding History

40	TWRA- TennGreen- Tull	Oct-16	\$147,938.00	\$27,010.00	71.86	Fee Simple
41	TWRA- TennGreen- Varney	Oct-16	\$226,050.00	\$53,550.00	46.79	Fee Simple
42	Museum of Appalachia	Oct-16	\$236,000.00	\$75,000.00	1.00	Fee Simple

## Attachment B

### Tennessee Heritage Conservation Trust Fund, Board of Trustees 2017 Report

**Mission:** The Tennessee Heritage Conservation Trust Fund Board of Trustees seeks to protect significant natural areas in Tennessee by strategically partnering with landowners, government agencies, non-profit organizations, for-profit companies and others.

The Tennessee Heritage Conservation Trust Fund and Board (The Board) was established in June, 2005, to assist the state in permanently conserving and preserving tracts of land within the state of Tennessee for the purposes of promoting tourism and recreation, including outdoor activities such as hunting, fishing, equestrian activities and hiking; protecting, conserving and restoring the state's physical, cultural, archeological, historical and environmental resources; and preserving working landscapes. In 2012, the General Assembly passed Public Chapter 986 transferring the duties of the Conservation Commission to the Board.

The Board is administratively attached to the Department of Environment and Conservation.

The Board has no staff, but is supported by a staff person within TDEC-State Parks in matters regarding grant management, board meeting correspondence, and reports.

The 11-member board, made up of a diverse group from across the state of Tennessee, met quarterly during 2006, 2007 and 2008 to review grant proposals and award grants to other governmental agencies, land trust groups, and other conservation organizations. The trust fund's dollars were leveraged with additional funding sources from the grantee to acquire lands/parks of high conservation/natural resources significance or in some cases to provide for conservation easements. The average leverage was over 2:8:1 (over \$2.80 from other sources to match each \$1.00 spent from the Trust Fund).

Grants made by the board pursuant to T.C.A. Section 11-7-105(2), and the projects funded by these grants, were all acquired through the grant process that the board developed. All HCTF funded projects are to be protected in perpetuity through deed restrictions or covenants whether by fee simple purchase, conservation easements or other similar means.

The projects approved for grant awards must meet certain criteria before the funds are provided, including property surveys and appraisals, environmental assessments and enactment of mechanisms like conservation easements to guarantee the permanent protection of the properties.

The Board has a proven record of protecting important and valuable properties and leveraging the funds entrusted to it. There was a September 30, 2016 grant application deadline. The Board met on January 25, 2017. There is another grant application deadline on July 31, 2017. The Board plans on meeting, after the application deadline, on September 20, 2017.

**Attachment 1** shows the fund balance.

**Attachment 2** shows all projects that have been funded by the Board

**Attachment 3** shows the most recently approved projects.



Tennessee Heritage Conservation Trust Fund  
As of January 31, 2017

**Fund Balance July 1, 2016** **\$ 2,599,778.39**

**Revenues:**

Lease Proceeds - July 2016 thru June 2017 \$ 937,500.00

Donations \$ -

Interest Earned on Fund - Includes Timber Rights Lease  
Actual - July 2016 thru January 2017 \$ -

Total Current Revenue \$ 937,500.00

**Total Available Funds** **\$ 3,537,278.39**

**Expenditures & Obligations:**

Expenditures: July 1, 2016 - January 31, 2017

Middle Fork of Forked Deer - Manning \$ 100,000.00

Beau Property - Wolf River Conservancy \$ 43,352.92

Denny Cove - American Timberland Fund c/o BTG Pactual \$ 100,000.00

Long Hunter AV room rental \$ 50.00

**Total Expenditures** \$ 243,402.92

Obligations:

See attached list \$ 962,250.00

\$ -

\$ -

**Total Expenditures & Obligations:** **\$ 1,205,652.92**

**Fund Balance at January 31, 2017** **\$ 2,331,625.47**

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Attachment 3

**1) Dixon Tract – Land Trust for Tennessee and the Conservation Fund**

County: Marion

Current Owner: George & Ruby Dixon, Equity Trust Company

Acres: +/- 1,040

Proposed Management: Incorporation into South Cumberland State Park

Amount Requested: \$200,000 of expected \$1,282,300 cost (Request amount was dropped to \$136,000 prior to meeting)

**2) Elder Tract – Wolf River – TDEC Division of Natural Areas**

County: Fayette

Current Owner: Wolf River Conservancy, Inc.

Acres: 28.5

Proposed Management: TDEC Division of Natural Areas

Amount Requested: \$81,500 of expected \$163,000 cost

**3) Rish Young Tract – Tull Bottom Expansion - TennGreen**

County: Henderson

Current Owner: Rish Young; Plum Creek LLC

Acres: 71.86

Proposed Management: Wildlife Management Area (Tull Bottom WMA)

Amount Requested: \$27,010 of expected \$147,938 cost

**4) Troy Varney Tract – Varney at Pea Ridge WMA – TennGreen**

County: DeKalb

Current Owner: Troy Varney

Acres: 46.79 acres

Proposed Management: TWRA Wildlife Management Area (addition to Pea Ridge WMA)

Amount Requested: \$53,550 of expected \$226,050 cost

**5) Cartwright Tract (East Otter Creek Road Boundary Acquisition) – Radnor Lake State Park/SNA**

County: Davidson

Current Owner: John and Betsy Cartwright

Acres: 2.4 acres

Proposed Management: Radnor Lake State Natural Area / TN State Parks

Amount Requested: \$475,000 of expected \$600,000 cost (original request was \$500,000 but dropped due to negotiations)

**6) Carden Estate – Museum of Appalachia**

County: Anderson

Current Owner: Museum of Appalachia (pending)

Acres: 1 acre

Proposed Management: Museum of Appalachia

Amount Requested: \$75,000 of expected \$236,000 cost

**Heritage Conservation Trust Fund Board**

<b>Members</b>	<b>Phone/Email</b>	<b>Representative of</b>	<b>Term Ends</b>	<b>Recommendation Process</b>
<b>Jeannine Alday</b> 1047 River Hills Circle Chattanooga, TN 37415	(c) 423-595-7053 (h) 423-267-3560 <a href="mailto:jalday@epbfi.com">jalday@epbfi.com</a>	East Tennessee	10.31.2018	Governor appoints subject to confirmation by each House of the General Assembly
<b>VACANT</b>		West Tennessee	10.31.2019	Governor appoints subject to confirmation by each House of the General Assembly
<b>Pete Claussen</b> 8200 Seven Islands Rd Knoxville, TN 37920	(o) 865-525-9400 (h) 865-573-8487 C: 865-679-8471 <a href="mailto:hpc@gulfandohio.com">hpc@gulfandohio.com</a>	East Tennessee	10.31.2017	Governor appoints subject to confirmation by each House of the General Assembly
<b>Charles Hankla</b> 5318 Otter Creek Ct. Brentwood, TN 37027	(c) 615-491-3137 <a href="mailto:charley.hankla@cushwake.com">charley.hankla@cushwake.com</a>	Middle Tennessee	10.31.2019	Governor appoints subject to confirmation by each House of the General Assembly
<b>Delta Anne Davis</b> 3420 Hampton Avenue Nashville, TN 37215	C: 615-400-7276 <a href="mailto:adavis@selctn.org">adavis@selctn.org</a>	Middle Tennessee	10/31/18	Governor appoints subject to confirmation by each House of the General Assembly
<b>J. Andrew "Drew" Goddard</b> Bass, Berry & Sims, PLLC 150 3 <sup>rd</sup> Avenue S, Suite 2800 Nashville, TN 37201	(o) 615-742-6224 (c) 615-308-2589 <a href="mailto:dgoddard@bassberry.com">dgoddard@bassberry.com</a>	Middle Tennessee	10.31.2017	Governor appoints subject to confirmation by each House of the General Assembly
<b>Ms. Madge Cleveland</b> 1204 Pineola Lane Knoxville, Tennessee 37919	( c) 865-567-2566 <a href="mailto:madgeccleveland@yahoo.com">madgeccleveland@yahoo.com</a>	East Tennessee	10.13.2019	Governor appoints subject to confirmation by each House of the General Assembly
<b>Aaron D. Ellison</b> 138 Estonallie Rd. Mercer, TN 38392	(c) 731-225-8942 <a href="mailto:ellisona41@yahoo.com">ellisona41@yahoo.com</a>	West Tennessee	10.31.2019	Governor appoints subject to confirmation by each House of the General Assembly

Members	Phone/Email	Representative of	Term Ends	Recommendation Process
<b>Jeremy Nagoshiner</b> Baker Donelson Center 211 Commerce Street STE 800 Nashville, TN 37201-1817	<a href="mailto:jnagoshiner@bakerdonelson.com">jnagoshiner@bakerdonelson.com</a> 615.943.8100(cell)	Middle Tennessee	10.31.2019	Governor appoints subject to confirmation by each House of the General Assembly
<b>Jim Rout</b> 1015 Snowden Farm Rd. Collierville, TN 38017	O: 901-316-2210 C: 901-488-7901 <a href="mailto:jjim.rout@banktennessee.com">jjim.rout@banktennessee.com</a>	West Tennessee	10.31.2017	Governor appoints subject to confirmation by each House of the General Assembly
<b>Earl Worsham</b> 484 Norton Creek Road Gatlinburg, TN 37738	(h) 865-436-5477 <a href="mailto:earlmarget@aol.com">earlmarget@aol.com</a>  <a href="mailto:earl@worshamgroup.com">earl@worshamgroup.com</a>	East Tennessee	10.31.2019	Governor appoints subject to confirmation by each House of the General Assembly

## Attachment D

### ETHICS AND CONFLICT OF INTEREST STATEMENT

1. No member of the board shall participate in making any decision concerning a permit or upon a case in which the municipality, firm or organization which the member represents, or by which the member is employed, or in which the member has a direct substantial financial interest, is involved.
2. Each board member shall avoid any action, whether or not specifically prohibited by statute or regulation, which might result in or create the appearance of:
  - a. Using public office for private gain;
  - b. Losing complete independence or impartiality;
  - c. Making a government decision outside of official channels; or
  - d. Affecting adversely the confidence of the public in the integrity of the government.
3. Use of information, No board member shall, directly or indirectly:
  - a. Use, disclose, or allow the use of official information which was obtained through or in connection with his or her appointment to the board and which has not been made available to the general public for the purpose of furthering the private interest or personal profit of any person, including the board member; or
  - b. Engage in a financial transaction as a result of or primarily-relying upon, information obtained through his or her board appointment.
4. Use of government property. No board member shall make use of the facilities, equipment, personnel, or supplies of the State or its agencies for private use or gain except to the extent that the use is de minimis or is lawfully available to the general public.
5. Each board member will avoid all known conflicts of interest and to the extent the board member becomes aware of a conflict of interest in connection with any matter brought before the board, the board member will disclose such conflict to the other board members, Administrative Law Judge, and/or other appropriate person(s) and will further recuse himself or herself from participating in any consideration of the matter.
6. No board member will participate in decisions or actions involving individuals in his or her immediate family, individuals employed by the board member or the board member's business or any other matter in which the board members participation may create an appearance of bias or impropriety.

7. Questions on interpretation of this statement.

When a board member is in doubt as to the proper interpretation of this conflict of interest statement, he or she is expected to seek the advice of the Department of Environment and Conservation's Office of General Counsel.

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Signature of Board Member

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Date

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Please Print Name



**BY-LAWS  
OF THE  
BOARD OF TRUSTEES  
OF THE  
TENNESSEE HERITAGE CONSERVATION TRUST FUND  
(the "Trust")**

**ARTICLE I.**

**OFFICES**

The Trust may have such offices within the State of Tennessee as the Board of Trustees may designate or as the business of the Trust may require from time to time.

**ARTICLE II.**

**TRUSTEES**

**2.1    Powers and Duties.**

All powers of the Trust shall be exercised by or under the authority of, and the business and affairs of the Trust shall be managed under the direction of, the Board of Trustees. The Board of Trustees shall, without limitation, have all of the powers provided in the Tennessee Heritage Conservation Trust Fund Act of 2005, Chapter 444 of the Public Acts of 2005 (the "Act").

**2.2    Number, Selection, Qualifications, Term.**

(a)    **Number; Selection; Qualifications.** The Board of Trustees shall consist of eleven (11) members, selected as provided in the Act and meeting “the qualifications stated in the Act. Trustees shall serve for the term No person shall serve as a Trustee who has been convicted of (i) any felony, (ii) a misdemeanor involving dishonesty, or (iii) any offense in a federal court, military court or court of another state, country or jurisdiction which under the laws of Tennessee would disqualify such person under (i) or (ii) above.

(b) **Term.** Trustees shall serve terms as provided in the Act. The term of office for each Trustee shall begin on October 1, following such Trustee's appointment; provided that the term of office for each initial Trustee shall commence on the date of appointment, but shall be calculated, for purposes of the term, from October 1, 2005. If not reappointed, a Trustee shall continue to serve until a new Trustee is appointed.

### **2.3 Vacancies.**

Any vacancy on the Board of Trustees shall be filled as provided in the Act.

### **2.4 Meetings: Notice.**

The Board of Trustees may hold regular and special meetings at any location in the State of Tennessee. Provided that a quorum is present in person at the location specified in the notice of meeting as the location of the meeting, the Board of Trustees may permit Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, electronic or other means of communication by which all Trustees participating may simultaneously hear each other and speak to each other during the meeting. If a quorum is not present in person at the location of a meeting, but is available by permissible electronic or other means, the Board of Trustees, including those Trustees available by such means, must make a determination that a necessity exists to permit members to be present by permissible electronic or other means for purposes of determining the presence of a quorum and to participate by such means. Such determination, and a recitation of the facts and circumstances on which it was based, shall be included in the minutes of the meeting and filed within two business days with the Tennessee Secretary of State.

(a) **Regular Meetings.** Regular meetings of the Board of Trustees which have been scheduled in advance by board resolution may be held without further notice to

members of the Board of Trustees of the date, time, place or purpose of the meeting. Adequate public notice of regular meetings shall be given pursuant to T.C.A. § 8-44-103(a).

(b) **Special Meetings.** Special meetings of the Board of Trustees may be called by the Chair or any two (2) Trustees. Special meetings must be preceded by at least forty-eight (48) hours notice to Trustees of the date, time and place of the meeting but need not describe the purpose of such meeting. Adequate public notice of special meetings shall be given pursuant to T.C.A. § 8-44-103(b).

## **2.5 Quorum.**

A quorum of the Board of Trustees for the transaction of any business and for the exercise of any power or function of the Trust consists of seven (7) Trustees. No vacancy in the membership of the Board of Trustees shall impair the right of the Trustees to exercise all the power and perform all the duties of the Board of Trustees.

## **2.6 Voting.**

If a quorum is present when a vote is taken, the affirmative vote of a majority of Trustees present and voting is the act of the Board of Trustees.

## **2.7 Compensation.**

Trustees and members of any committee created by the Board of Trustees shall not receive a salary for their duties. Upon approval of the Chair, Trustees shall be reimbursed for actual and reasonable expenses permitted by the Act.

## **2.8 Resignation.**

A Trustee may resign at any time by delivering written notice to the Board of Trustees or to the Chair. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

## **ARTICLE III.**

### **COMMITTEES**

#### **3.1 Creation.**

The Board of Trustees may create one (1) or more committees, each consisting of one (1) or more members. All members of committees of the Board of Trustees which exercise powers of the Board of Trustees must be members of the Board of Trustees and serve at the pleasure of the Board of Trustees. The creation of a committee and appointment of a member or members to it must be approved by the greater of (i) a majority of all Trustees in office when the action is taken or (ii) the number of Trustees required by law to take action.

#### **3.2 Authority.**

Unless otherwise provided in the Act, to the extent specified by the Board of Trustees in establishing a committee, each committee may exercise the authority of the Board of Trustees. All such committees and their members shall be governed by the same requirements regarding notice, quorum and voting requirements as are applicable to the Board of Trustees and its members.

## **ARTICLE IV.**

### **OFFICERS**

#### **4.1 Number.**

The officers of the Trust shall be a Chair, Vice Chair, a Secretary, a Treasurer, and Executive Director, and such other officers as may be from time to time elected or appointed by the Board of Trustees. Only Trustees shall serve as Chair or Vice Chair. No person shall hold more than one office, except the same person may serve as Secretary, Treasurer and/or Executive Director.

#### **4.2 Appointment.**

The Chair shall be appointed by the Governor as provided in the Act. The other officers shall be elected annually by the Board of Trustees at the first meeting of the Board of Trustees occurring on or after October 1, or as soon thereafter as is conveniently possible. Each officer shall serve at the pleasure of the Board of Trustees and until his or her successor shall have been appointed, or until his or her death, resignation or removal.

#### **4.3 Resignation and Removal.**

An officer may resign at any time by delivering notice to the Board of Trustees or to the Chair. Such resignation is effective when such notice is delivered unless such notice specifies a later effective date. An officer's resignation does not affect the Trust's contract rights, if any, with the officer. The Board of Trustees may remove any officer at any time with or without cause, but such removal shall not prejudice the contract rights, if any, of the person so removed.

#### **4.4 Vacancies.**

Any vacancy in an office from any cause may be filled by the Board of Trustees.

#### **4.5 Duties.**

(a) **Chair.** The Chair shall preside at all meetings of the Board of Trustees of the Trust, and shall have such other powers and duties as may be prescribed by the Act, these Bylaws or by the Board of Trustees.

(b) **Vice Chair.** In the absence of the Chair, the Vice Chair shall preside at all meetings of the Board of Trustees of the Trust. The Vice Chair shall have such other powers and duties as shall be prescribed by the Board of Trustees.

(c) **Secretary.** The Secretary shall attend all meetings of the Board of Trustees; shall prepare and record all votes and all minutes of all such meetings in a book to be

kept for that purpose; and shall perform like duties for any committee when required. The

Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees when required. The Secretary shall have the responsibility of authenticating records of the Trust. The Secretary shall perform such other duties as may be prescribed from time to time by the Board of Trustees.

(d) **Treasurer.** The Treasurer shall keep or cause to be kept full and accurate account of receipts and disbursements in books belonging to the Trust, and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Trust as provided in the Act. The Treasurer shall disburse or cause to be disbursed the funds of the Trust as required in the ordinary course of business or as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and Trustees at the regular meetings of the Board of Trustees, or whenever they may require it, an account of all transactions as Treasurer and the financial condition of the Trust. The Treasurer shall perform such other duties as may be incident to the office or as prescribed from time to time by the Board of Trustees.

(e) **Executive Director.** The Executive Director shall have general supervision over the active management of the business of the Trust and shall have such other duties as the Board of Trustees may from time to time prescribe.

(f) **Other Officers.** Other officers appointed by the Board of Trustees shall exercise such powers and perform such duties as may be delegated to them.

(g) **Delegation of Duties.** In case of the absence or disability of any officer of the Trust or of any person authorized to act in his or her place, the Board of Trustees may from

## **ARTICLE V.**

### **ACTIONS BY THE TRUST**

#### **5.1 Contracts.**

Unless otherwise required by the Board of Trustees, the Chair or the Vice Chair shall execute contracts or other instruments on behalf of and in the name of the Trust. Subject to the provisions of the Act, the Board of Trustees may from time to time authorize any other officer, or agent to enter into any contract or execute any instrument in the name of and on behalf of the Trust as it may deem appropriate, and except as provided in the next sentence such authority may be general or confined to specific instances. No grant or loan or contract to acquire any real property or easement thereon or other interest therein shall be entered into by the Trust except as specifically authorized by vote of the Board of Trustees or a properly authorized committee thereof.

#### **5.2 Checks, Drafts, Etc.**

Unless otherwise required by the Board of Trustees, all checks, drafts, bills of exchange and other negotiable instruments of the Trust shall be signed by either the Chair, the Vice Chair, or such other officer or agent of the Trust as may be authorized so to do by the Board of Trustees. Such authority may be general or confined to specific business, and; if so directed by the Board of Trustees, the signatures of two or more such officers may be required.

#### **5.3 Funds.**

All funds of the Trust shall be held and invested by the State Treasurer as a special agency account in the State General Fund, separate and apart from all other moneys, funds, and accounts, all as provided in the Act.

## **ARTICLE VI.**

### **FISCAL YEAR**

The fiscal year of the Trust shall be from July 1 to June 30.

## **ARTICLE VII.**

### **CORPORATE SEAL**

The Trust shall not have a corporate seal.

## **ARTICLE VIII.**

### **AMENDMENT OF BY -LAWS**

These Bylaws may be altered, amended, repealed or restated, and new Bylaws may be adopted, or by the affirmative vote of a majority of the members of the Board of Trustees who are present at any regular or special meeting.

## **ARTICLE IX.**

### **NOTICE**

Unless otherwise provided for in these Bylaws, any notice to a Trustee required shall be in writing, which shall include fax and e-mail, except that oral notice is effective if it is reasonable under the circumstances and not prohibited by these Bylaws. Notice to a Trustee may be communicated in person; by telephone, fax or e-mail; or by mail or private carrier. Except as provided above, written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received, (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first class postage affixed thereon; or (c) on the date shown on the return receipt, if sent by registered or certified mail or courier service, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated if communicated in a comprehensible manner.



